FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION, Washington, D.C. 20549

OMB APPRO	VAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours p	per response 1

1 303 884

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	SEC US.	E ONLY	
Prefix			Serial
		1	
	DATE RE	ECEIVED	
		i	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)							
Buy/Write Partners LLC							
	ale 506 Section 4(6) ULOE						
Type of Filing: New Filing Amendment	me 300						
A: BASIC IDENTIFICATION DATA							
Enter the information requested about the issuer							
Name of Issuer (check if this is an amendment and name has changed, and indicate changed	age.)						
W. R. Ericksen & Associates LLC	~5A						
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)						
1009 SW Rivington Drive, Portland, OR 97201	503-243-6748						
Address of Principal Business Operations (Number and Street Constant Street Co	Telephone Number (Including Area Code)						
(if different from Executive Offices)	00.450 66						
Brief Description of Business SEP 3 9 2004	2 3 E F & W 2008						
Investment Company	Tee .						
Type of Business Organization	100 200 ETV						
Type of Business Organization Corporation Imited partnership, already formed other (please specify): Limited Liability Company							
business trust limited partnership, to be formed							
Month Year							
Actual or Estimated Date of Incorporation or Organization: 0 1 0 3 Actual							
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:							
CN for Canada; FN for foreign jurisdiction) D E							

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D'or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC ID	ENTIFICATION DA	r a	
2. Enter the information	requested for the	following:	ENTIFICATION DA	IA	
 Each promoter of t 	he issuer, if the	issuer has been organize	ed within the past five y	ears:	
 Each beneficial ov 	vner having the	power to vote or dispose	e, or direct the vote or o	lisposition of, 1	10% or more of a class of equity secu
of the issuer,					
• Each executive off:	icer and director	of corporate issuers and of partnership issuers.	of corporate general ar	nd managing pa	rtners of partnership issuers; and
Check Box(es) that Apply:		Beneficial Owner	Executive Officer	Director	General and/or Managing
eneek Box(es) that Appry.	Partner	Delicitedat owner	L'Accounte Officer	Director	Ceneral and Wanaging
Full name (Last name first	, if individual)				
Ericksen, Wayne R., Pre	sident and Chi	ef Investment Officer	of W. R. Ericksen &	Associates, L	LC, Managing Member
Business or Residence Add			p Code)		
1009 SW Rivington Drive, Check Box(es) that Apply:			The vacutive Officer	Director	General and/or Managing
check box(es) that Apply.	Partner	Deliciticial Owlier	LI Executive Officer		Cellerar allow or ividilaging
Full name (Last name first,					
Johnson, Bradley J., Vic				LLC, Manag	ing Memeber
Business or Residence Add			p Code)		
1009 SW Rivington Drive, Check Box(es) that Apply:	Portland, OR 9	7201 Deposition Orange	Frantin Officer	Director	General and/or Managing
check box(es) that Apply.	Partner	Belieficial Owler	Executive Officer	☐ Director	General and of idialiaging
Full name (Last name first,			· · · · · · · · · · · · · · · · · · ·		
DeStephano, Suzanne E.				lanaging Men	nber
Business or Residence Add			p Code)		
1009 SW Rivington Drive,	Portland, OR 9'	7201			
Check Box(es) that Apply:	Partner Partner	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing
Full name (Last name first,					
W. R. Ericksen & Assoc	•				
Business or Residence Add			p Code)		
1009 SW Rivington Dr	ive Portland	OR 97201			
Check Box(es) that Apply:	☐ Promoter Partner	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing
Full name (Last name first,					
Date Halle (Date Halle Mot,					
Business or Residence Add	ress (Number an	d Street, City, State, Zij	Code)		
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Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing
Full name (Last name first,	Partner if individual)				
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Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)		
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Full name (Last name first,	Partner				
di name (Last name mst,	n marviduai)				
Business or Residence Add	ress (Number an	d Street, City, State, Zir	Code)		
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3 11 G	Partner				
Full name (Last name first,	if individual)				
Business or Residence Addi	ess (Number an	d Street City State 7in	Code)		
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Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing
	Partner				
full name (Last name first,	it individual)				
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Check Box(es) that Apply: Promoter Partner	Beneficial (Owner Executi	ve Officer Dire	ector General and/or Managing	
Full name (Last name first, if individual)	·				
Business or Residence Address (Number an	nd Street, City, St	tate, Zip Code)			
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Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or at states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated person of aclair. If more than five (5) persons to be listed are associated person of such a broker or dealer registered with the SEC and/or with a state or at state. It is name first, if individual) **None** **Dustiness or Residence Address (Number and Street, City, State, Zip Code) **Name of Associated Broker or Dealer** **States in Which Person Listed Has Solicited or Intends to Solicit Purchasers* **(Check "All States" or check individual) States) **All States of Residence Address (Number and Street, City, State, Zip Code) **Pall name (Last name first, if individual) **Individual States** **Open Code Code Code Code Code Code Code Code					В. Т	NFORMA	TION ABO	OUT OFFE	RING				
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	□ri	□sc	□SD	□TN	□тх	□UT	□VT.	□VA	□WA	□wv	□wı	□wy	□PR

^{*} Managing Member has discretion to accept lesser amounts.

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt Equity. Common Preferred Convertible Securities (including warrants) Partnership Interests \$ \$ 3,000,000:00 Total \$ 75,000,000* 3,000,000.00 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." 1. 1. 1 Aggregate Dollar Amount Number : Investors of Purchases \$ 3,000,000.00 Non-accredited Investors Total (for filings under Rule 504 only) 3,000,000.00 Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C -Question 1. Type of Dollar Amount Type of offering Security Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs.... Legal Fees Accounting Fees 0 Engineering Fees 0 Sales Commissions (specify finders' fees separately) Other Expenses (identify)_ 0 0

* Estimated

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	C OFFERING PRIC	E, NUMBER OF INVESTORS,	EXPENSES AND I	JSE C)F PROCEEI)S	
	b. Enter the difference between the ag	gregate offering price given in re	esponse to Part C -				
	Question 1 and total expenses furnished is the "adjusted gross proceeds to the issue	er."er."	.a. Inis difference			\$ 3	,000,000.00*
5.	Indicate below the amount of the adjuster used for each of the purposes shown. If estimate and check the box to the left of equal the adjusted gross proceeds to the above.	the amount for any purpose is not the estimate. The total of the pa	known, furnish an yments listed must			9 3	,000,000.00
			Pa	Dire	ts to Officers, ectors, & ffiliates		Payments to Others
	Salaries and fees		[\$	0		\$
	Purchase of real estate			<u>\$</u>	0		\$
	Purchase, rental or leasing and installation	of machinery and equipment		\$	0		\$
	Construction or leasing of plant buildings	and facilities		<u>\$</u>	0		\$
	Acquisition of other businesses (including that may be used in exchange for the ass merger)	sets or securities of another issues	pursuant to a	. \$	0		\$
	Repayment of indebtedness			\$	0		\$
	Working capital			\$	0		\$ 2,963,000.00
Otl	her (specify): Management Fees			\$	37,000.00		\$
	Column Totals			\$	37,000.00		\$ 2,963,000.00
Γοί	tal Payments Listed (column totals added)				\$ 3,00	0,000	.00
		D. FEDERAL SIGNA	TURE		2.2	o di	
sigi	e issuer has duly caused this notice to be signature constitutes an undertaking by the issuer to any non-	uer to furnish to the U.S. Securities	and Exchange Com	missio	on, upon writte	Rule en requ	505, the following uest of its staff, the
	uer (Print or Type)	Signature,	Dat				
Var	R. Ericksen & Associates me of Signer (Print or Type) yne R. Ericksen	Title of Signer (Print or Type)			er 9, 2004		Mal
· • a	THE IV. DITERSOIL	President, Chief Investmen	r uttices of WKI	-V1610	en i Associati	<u>د، ۲۱</u> ۵	maging isember

* Amount shown indicates the difference between Amount Already Sold less Total Expenses. As this is a multi-year ongoing offering, the Aggregate Offering Amount is significantly larger than the amount sold to date or anticipated to be sold in the near future. Accordingly, we believe that the amount shown is a more accurate indication of the issuer's working capital.

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ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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		E. STATE SIGNATURE		
1.		presently subject to any of the disqualification provision ppendix, Column 5, for state response.		10 3
2.	The undersigned issuer hereby undertakes CFR 239.500) at such times as required by	to furnish to any state administrator of any state in which state law.	th this notice is filed, a notice on Form	n D (17
3.	The undersigned issuer hereby undertakes offerees.	to furnish to the state administrators, upon written requ	est, information furnished by the issue	er to
4.	- ,	issuer is familiar with the conditions that must be satisful which this notice is filed and understand that the issue anditions have been satisfied.	the contract of the contract o	
	e issuer has read this notification and knows y authorized person.	s the contents to be true and has duly caused this notice	to be signed on its behalf by the unde	rsigned
	ner (Print or Type) R. Ericksen & Associates	Signature Date Sep	e tember 9, 2004	
	me of Signer (Print or Type) yne R. Ericksen	Title of Signer (Print or Type) President, chief Investment Officer of WR Erick	sen i Associates LLC, Managing M	ember

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

XRV00LDOC 04/09/10 8 of 11 SEC 1972 (2/97)